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Gáczne, Roderick

Front:

Senta

AndrewNYao@aol.com Tuesday, April 23, 2002 12:25 PM

To:

gagner@pepperlaw.com

Subject:

SFC Risk Factors

Rod.

I know that these are troubling times for you as well. I have been very impressed, and reassured, by your steady hand, and continued guidance.

Please be assured, in return, that I will protect your family's investment in SFC, notwithstanding any adverse outcome that may result, should Royal make an uneconomic decision with respect to our recovery and repurchase proposal.

The SPC/FCS JV cash flows are strong and they are independent of Royal, the SFC business model is strong and it is independent of Royal, the prospects of Premier Education Group continue to progress extraordinarily and it is independent of Royal.

Please know that I always will reciprocate your good will. I will not abandon those who do not abandon us.

I trust that you will have a productive conversation with Gil. Thank you.

Andrew